

September 23, 2004

Karl Bozicevic
Bozicevic, Field & Francis LLP
1900 University Avenue, Suite 200
East Palo Alto, CA 94303

COPY

Dear Karl:

We have really enjoyed working with your firm, however, as previously discussed, due to a change of circumstances, Cell Genesys would like to transfer the patent work currently handled by your firm to Steve Kelber's group at Piper Rudnick. Pam Sherwood will be working with Linda Judge to insure that all actions with due dates through October 15, 2004 are completed prior to the transfer. Pam has agreed to provide a current docket and status report at the time of shipment.

Please forward all Cell Genesys patent files to Piper Rudnick at the address provided below such that all cases are shipped by October 15, 2004. Our understanding of the list of cases to be transferred is attached. Please provide a list of the cases actually shipped at the time of transfer.

Please ship the cases to:

Steve Kelber
Piper Rudnick
1200 Nineteenth Street NW
Washington, DC 20036-2412
(202) 861-6675

RECEIVED

SEP 27 2004

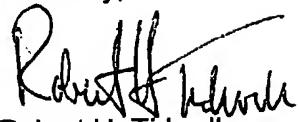
Bozicevic, Field, & Francis

Please notify Maria Chuakay at Cell Genesys of the details regarding shipment prior to shipping the files. She can be reached at 650-266-3005 or at maria.chuakay@cellgenesys.com.

CELL GENESYS

Thank you.

Sincerely,



Robert H. Tidwell
Senior Vice-President
Corporate Development

Cc: Steve Kelber